

***GREENBRIER***  
***LEASING CORPORATION***

Greenbrier Leasing Corporation

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. 26437-B FILED

July 6, 2006

JUL 11 '06

11-15 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 2 dated as of May 2, 2006, effective as of March 22, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of March 20, 2006, effective as of August 1, 2005, which was duly filed and recorded on July 3, 2006 and assigned Recordation Number 26437.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
fka Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Eastern Maine Railway Company  
c/o New Brunswick Southern Railway Company Limited  
11 Gifford Road  
Saint John, New Brunswick  
Canada E2L 5B6

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 50-foot, Plate F boxcars with single 12-foot plug doors,  
60K nailable steel floors and 15-inch EOCC marked and numbered  
AOK 111850 through AOK 111949, inclusive.

Mr. Vernon A. Williams

July 6, 2006

Page 2

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

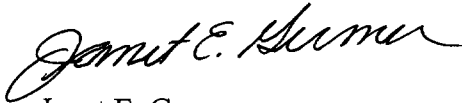
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 2 dated as of May 2, 2006, effective as of March 22, 2006 to Lease Agreement dated as of March 20, 2006, effective as of August 1, 2005, between Greenbrier Leasing Company LLC, fka Greenbrier Leasing Corporation, Lessor, and Eastern Maine Railway Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

JUL 11 '06

11-15 AM

SURFACE TRANSPORTATION BOARD

---

***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC,  
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

***AND***

***EASTERN MAINE RAILWAY COMPANY ("LESSEE")***

***DATED: MARCH 20, 2006  
EFFECTIVE: AUGUST 1, 2005***

***RIDER NO. 2***

***DATED: MAY 2, 2006  
EFFECTIVE: MARCH 22, 2006***

---


Memorandum of a Lease Agreement and Rider No. 2 thereto, made and entered into May 2, 2006 and effective as of March 22, 2006, by and between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and EASTERN MAINE RAILWAY COMPANY, a Maine corporation ("Lessee").

WITNESSETH:

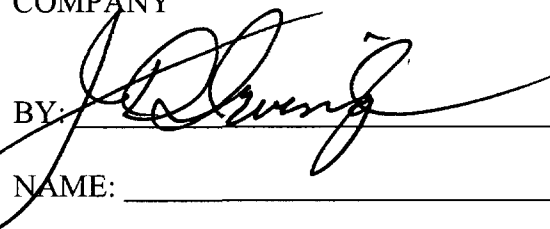
1. Lessor has agreed to furnish to Lessee and Lessee has agreed to lease from Lessor one hundred (100) 50-foot, Plate F boxcars with single 12-foot plug doors, 60K nailable steel floors and 15-inch EOCC, marked and numbered AOK 111850 through AOK 111949, inclusive.
2. Rider No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 2, as the same may be amended from time to time.

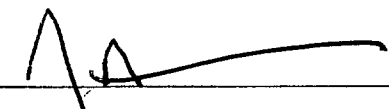
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.


LESSOR:  
GREENBRIER LEASING COMPANY LLC

BY:   
NAME: Joseph K. Wilsted  
TITLE: Vice President  
DATE: 7/5/2006

LESSEE:  
EASTERN MAINE RAILWAY  
COMPANY

BY:   
NAME: \_\_\_\_\_  
TITLE: \_\_\_\_\_  
DATE: \_\_\_\_\_

BY:   
NAME: J. A. Murphy  
TITLE: Vice President  
DATE: \_\_\_\_\_

By:   
Name: William Dover  
Title: Assistant Secretary  
Date: \_\_\_\_\_



STATE OF OREGON )

) ss.

COUNTY OF CLACKAMAS )

On this 5<sup>th</sup> day of July, 2006, before me personally appeared Joseph K. Wilsted, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Janet E. Gerner  
NOTARY PUBLIC

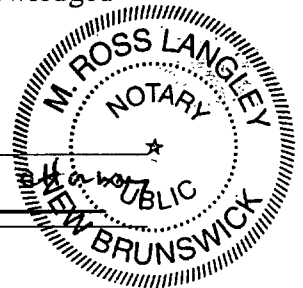
My commission expires: 5/28/2010

~~Province~~  
STATE OF New Brunswick )

COUNTY OF Saint John ) ss.

On this 22 day of June, 2006, before me personally appeared James D. Irving, to me personally known, who being by me duly sworn, says that s/he is the President of Eastern Maine Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

M. Ross Langley  
NOTARY PUBLIC being an Attorney at Law  
My commission expires: \_\_\_\_\_



~~Province~~  
STATE OF New Brunswick )

COUNTY OF Saint John ) ss.

On this 22 day of June, 2006, before me personally appeared James D. Irving, to me personally known, who being by me duly sworn, says that s/he is the President of Eastern Maine Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

M. Ross Langley  
NOTARY PUBLIC being an Attorney at Law  
My commission expires: \_\_\_\_\_

